

Exhibit C

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
TYLER DIVISION**

CHAMBER OF COMMERCE OF THE
UNITED STATES OF AMERICA;
LONGVIEW CHAMBER OF COMMERCE;
AMERICAN BANKERS ASSOCIATION;
CONSUMER BANKERS ASSOCIATION;
INDEPENDENT BANKERS ASSOCIA-
TION OF TEXAS; TEXAS ASSOCIATION
OF BUSINESS; and TEXAS BANKERS AS-
SOCIATION,

Plaintiffs,

v.

CONSUMER FINANCIAL PROTECTION
BUREAU; and ROHIT CHOPRA, in his offi-
cial capacity as Director of the Consumer Fi-
nancial Protection Bureau,

Defendants.

Case No. 6:22-cv-00381

**DECLARATION OF DAN SMITH IN
SUPPORT OF PLAINTIFFS' MOTION
FOR SUMMARY JUDGMENT**

DECLARATION OF DAN SMITH

I, Dan Smith, declare as follows:

1. I am the Executive Vice President, Head of Regulatory Affairs of the Consumer Bankers Association (CBA). CBA is the only national trade association focused exclusively on retail banking. In that role, I focus on regulatory issues that affect the retail banking industry.

2. From April 2013 until May of 2019, I was the Consumer Financial Protection Bureau's (CFPB) first Assistant Director for the Office of Financial Institutions and Business Liaison, where I was responsible for managing the Bureau's relationship with trade associations, senior executives and government relations professionals at all major banks and financial service companies. This role required me to interact regularly with Bureau supervisory personnel as well as gain a deep understanding of how they conduct examinations and interact with supervised entities, including describing and discussing the process and steps involved.

3. The purpose of this declaration is to discuss the effects of a new rule announced by the CFPB in an amendment to its Supervision and Examination Manual, Unfair, Deceptive, or Abusive Acts or Practices Section, issued by the Consumer Financial Protection Bureau on March 16, 2022 (“Manual Update”).

4. Unless otherwise stated, this Declaration is based upon my personal knowledge and belief or upon my review of business records of CBA, including information provided by CBA members. If called as a witness, I could and would testify competently thereto.

I. CBA’s Mission and Members

5. Established in 1919, the association is a leading voice in the banking industry and Washington, representing members who employ nearly two million Americans, extend roughly \$3 trillion in consumer loans, and provide \$270 billion in small business loans. Part of its mission includes representing its members interests in various government settings.

6. CBA has as members depository institutions that are subject to CFPB supervision and examination, *see* 12 U.S.C. §5515, and listed as such on the CFPB’s website at: https://files.consumerfinance.gov/f/documents/cfpb_depository-institutions-list_2022.pdf.

7. Specifically, CBA has 70 total corporate members, 59 of which (84%) are supervised by the CFPB, as well as any lawful regulations issued by the CFPB. *Compare* Ex. C-1 (list of CBA Corporate Members), *with* Ex. C-2 (list of the 171 CFPB depository institutions); *see also* Ex. C-3 (list of CBA corporate members that are CFPB depository institutions).

8. CBA corporate members thus make up over one-third of the total number of CFPB depository institutions.

9. CBA also has associate members that are subject to CFPB examination because they are service providers to depository institutions. Further, some CBA members are not subject to Bureau supervision or examination but are subject to laws and regulations that the Bureau can enforce.

II. The Impact of the CFPB's UDAAP Rule on Members' Businesses

10. As Executive Vice President, Head of Regulatory Affairs, I have worked closely with many CBA members to understand how the Manual Update will affect member businesses and the substantial and irreparable harm that will result from it.

A. The CFPB's new UDAAP rule is forcing members to incur burdensome compliance costs.

11. The CFPB routinely conducts compliance examinations of certain entities, including depository institutions that are CBA members. As part of these examinations, CFPB personnel go onsite to regulated entities to observe, conduct interviews, and review documents and information. They review both whether there is evidence of violations and whether there are adequate policies and procedures in place to prevent violations. These examinations require substantial time and attention by the employees of regulated entities, time and attention that must be diverted from other business activities. Compliance with Dodd-Frank's prohibition on UDAAP is one matter that the CFPB investigates through its examination process.

12. The CFPB gives its examiners direction on how to assess compliance with federal consumer financial laws in these examinations through its Supervision and Examination Manual. This 1800+ page manual also provides regulated entities with information about how the CFPB assesses their compliance with federal consumer financial laws and sets forth expectations for every institution under the CFPB's supervision and enforcement authority. For example, in an examination of an entity's compliance management system, the manual directs CFPB examiners to request and review a whole host of specified documents; determine whether those documents address specified issues; draw from that review preliminary conclusions about whether an entity's compliance program is strong, satisfactory, deficient, seriously deficient, or critically deficient; identify action needed to correct weaknesses in the entity's compliance management system; discuss findings with the institution's

management and, if necessary, obtain a commitment for corrective action; and prepare a memorandum for inclusion in the CFPB's official system of record that outlines planning and strategy considerations for the next examination or interim follow-up. The manual is written with mandatory language to its examiners; indeed, it uses the word "must" more than 2,000 times. Further, if the Bureau determines that compliance management systems are deficient, this increases the odds of the Bureau opening an investigation into potential violations of substantive law, since the Bureau will conclude that the deficient systems increase the risk of substantive violations. And because the Bureau can require changes in company behavior through an enforcement action, legal theories articulated in the exam manual are definitive Bureau interpretations to which courts will defer in any enforcement matter.

13. To ensure that a regulated entity is taking sufficient steps to prevent UDAAP violations, the CFPB directs its examiners to review the entity's compliance risk management systems, including internal controls, policies, and procedures; the entity's training materials; the entity's procedure manuals and written policies; the entity's internal control monitoring and auditing materials; the entity's minutes for board meetings and management committees; and all relevant written policies and procedures and internal and external audit reports.

14. If a regulated entity fails to demonstrate what the CFPB deems an adequate compliance program, the CFPB can issue a "Matter Requiring Attention," which identifies specific goals for the regulated entity and timeframes in which those goals must be accomplished. An entity's response to a "Matter Requiring Attention" can affect its Compliance rating, which the CFPB assigns at the end of an examination. That rating is communicated to the bank's management and, in some cases, its Board of Directors, and can lead to additional examinations, investigations, or public enforcement actions. "Matters Requiring Attention" also are shared with a supervised entity's prudential regulator, which has additional tools to leverage compliance.

15. A change to the scope of UDAAP therefore imposes direct costs on CBA members. They must undergo examinations and comply with the CFPB's demands for records, information, and other materials. The CFPB's expanded interpretation of UDAAP leads to an expansion of the materials that will be relevant to the CFPB's examination and thus imposes additional examination costs on regulated entities as they respond to these expanded examinations.

16. Members of CBA have already begun complying with the CFPB's new rule by expanding their UDAAP compliance systems, including their risk assessments, checklists, and other tools, to include nondiscrimination and by applying existing compliance systems that cover nondiscrimination to consumer financial products not covered by the Equal Credit Opportunity Act or Home Mortgage Disclosure Act. These enhanced compliance programs require either more staff or more time from existing staff, new training programs, and additional business line resources for the implementation of additional controls.

17. In addition, members of CBA have begun monitoring and reviewing potential discrimination claims under a different legal analysis—the one applicable to alleged “unfair” acts under UDAAP. This change also requires more staff or more time from existing staff, new training programs, and additional business line resources.

18. Some members have also begun performing additional analyses of consumer demographics for deposit products, which are not subject to ECOA or the HMDA but are subject to the prohibition on UDAAP. As noted above, members are preparing to expand their testing of compliance risks throughout the lifecycle of deposit products.

B. The CFPB's UDAAP rule threatens innovation and diversity of offerings in the consumer financial-services industry.

19. The prospect of potential disparate-impact liability also may lead CBA's members to eliminate or forgo innovative consumer financial-services products. Members cannot be sure when

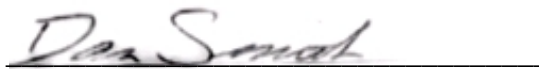
or in what circumstances the CFPB would view a new product as unfair. For example, the Bureau may determine that a particular deposit product offered to consumers with more well-established relationships with a bank is unfair because such consumers would tend to be older than those opening their first bank accounts. Similarly, the prospect of disparate-impact liability looms large even over attempts made to increase access to consumer financial products for underserved communities.

III. Enjoining CFPB's UDAAP Expansion Would Remedy Harms to Members

20. Enjoining the CFPB's actions would remedy the harms to the CBA's members from the Manual Update. Members could safely forgo the additional compliance costs, and would save the resources they would otherwise expend on compliance. And members could also introduce or retain products without fear that those products violate the new, undefined prohibition on discrimination.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 28th day of November at Washington, D.C.

A handwritten signature in cursive script, appearing to read "Dan Smith", is written over a horizontal line.

Dan Smith

Exhibit C-1

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THE ISSUES

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CBA

SMALL BUSINESS
SPOTLIGHT



CORPORATE MEMBERSHIP LIST

CBA Corporate Members | By Asset Size

\$100 Billion or More

JPMorgan Chase

Citigroup Inc.

Bank of America

Wells Fargo and Company, Inc.

U.S. Bancorp

Truist Financial

PNC Financial Services Group, Inc.

Capital One Financial Corporation

Goldman Sachs

TD Bank

Fifth Third Bancorp
American Express
Citizens Financial Group
Huntington Bancshares, Inc.
Ally Bank
KeyCorp
BMO Harris Bank
Regions Financial Corp.
M&T Bank
MUFG Union Bank
Discover Financial Services, Inc.
USAA Federal Savings Bank

\$50-\$100 Billion

Bank of the West
Santander Bank, N.A.
Synchrony Financial
First Horizon Bank
Comerica Incorporated
Synovus Bank
Frost Bank

\$10-\$50 Billion

Valley National Bank
Old National Bancorp
TIAA Bank
Hancock Whitney Bank
Associated Bank
MidFirst Bank
Webster Bank
Commerce Bancshares
Sallie Mae Bank

Bank OZK

Flagstar Bank

United Bank

Bank of Hawaii

Atlantic Union Bank

Rockland Trust Company

Mechanics Bank

First Interstate Bank

WesBanco

First Financial Bank

Eastern Bank

Banner Bank

Northwest Bank

Berkshire Hills Bancorp

International Bank of Commerce

First United Bank & Trust

S&T Bank

Under \$10 Billion

First Commonwealth Bank

SoFi Bank

Columbia Bank

Woodforest National Bank

Ameriprise FSB

Liberty Bank

First American Bank

First National Bank Texas

Five Star Bank

Independent Bank

Texas Dow Employees Credit Union

Credit Human Federal Credit Union

Broadway Bank

Crescent Bank

11/16/22, 11:00 AM
1st Financial Bank

CBA Corporate Members | Alphabetically

1st Financial Bank

Ally Bank

American Express Company

Ameriprise FSB

Associated Bank

Atlantic Union Bank

Bank of America Corporation

Bank of Hawaii

Bank OZK

Bank of the West

Banner Bank

Berkshire Hills Bancorp

BMO Harris Bank

Broadway Bank

Capital One Financial Corporation

Citigroup Inc.

Citizens Financial Group

Columbia Bank

Comerica Incorporated

Commerce Bancshares, Inc.

Credit Human Federal Credit Union

Crescent Bank

Discover Financial Services, Inc.

Eastern Bank

Fifth Third Bancorp

First American Bank

First Commonwealth Bank

First Financial Bank

First Interstate Bank

First Horizon Bank

First National Bank Texas

First United Bank & Trust

Five Star Bank

Flagstar Bank

Frost Bank

Goldman Sachs

Hancock Whitney Bank

Huntington Bancshares, Inc.

IBC Bank

Independent Bank (i-bank)

JPMorgan Chase

KeyCorp

Liberty Bank

M & T Bank Corporation

MidFirst Bank

MUFG Union Bank, N.A.

Mechanics Bank

Northwest Bank

Old National Bancorp

PNC Financial Services Group, Inc.

Regions Financial Corp.

Rockland Trust Bank

S&T Bank

Sallie Mae Bank

Santander Bank, N.A.

SoFi Bank

Synchrony

Synovus Bank

TD Bank

TIAA Bank

Texas Dow Employees Credit Union

Truist Financial

U.S. Bancorp
United Bank
USAA Federal Savings Bank
Valley National Bank
Webster Bank
Wells Fargo and Company, Inc.
WesBanco
Woodforest National Bank

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Lindsey Johnson @LindseyJCBA · 2h



Kudos to @USTreasury & @SecYellen for highlighting the need for oversight of non-bank Fintechs to protect consumers. CBA has advocated for the proper oversight of non-bank Fintechs. Banks are proof innovation can occur w/ safety & consumer protections!



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New Treasury Report Shows Fintech Industry Requires Additional Oversight to Close Gaps, Prevent

GOVERNMENT RELATIONS COUNCIL



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Future Dates

SMALL BUSINESS SPOTLIGHT

Exhibit C-2

CFPB Depository Institutions
(Based on 06/30/2022 Total Assets)

ID	Institution	City	State	Prudential Regulator	06/30/2022 Total Assets (000s)
852218	JPMORGAN CHASE BANK, NATIONAL ASSOCIATION	COLUMBUS	OH	OCC	\$ 3,380,824,000
480228	BANK OF AMERICA, NATIONAL ASSOCIATION	CHARLOTTE	NC	OCC	\$ 2,440,022,000
476810	CITIBANK, N.A.	SIOUX FALLS	SD	OCC	\$ 1,720,308,000
451965	WELLS FARGO BANK, NATIONAL ASSOCIATION	SIOUX FALLS	SD	OCC	\$ 1,712,535,000
504713	U.S. BANK NATIONAL ASSOCIATION	CINCINNATI	OH	OCC	\$ 582,252,757
817824	PNC BANK, NATIONAL ASSOCIATION	WILMINGTON	DE	OCC	\$ 534,346,587
852320	TRUIST BANK	CHARLOTTE	NC	FDIC	\$ 532,080,000
2182786	GOLDMAN SACHS BANK USA	NEW YORK	NY	FRS	\$ 501,906,000
3150447	CHARLES SCHWAB BANK, SSB	WESTLAKE	TX	FRS	\$ 407,901,000
497404	TD BANK, N.A.	WILMINGTON	DE	OCC	\$ 405,223,010
112837	CAPITAL ONE, NATIONAL ASSOCIATION	MC LEAN	VA	OCC	\$ 388,439,751
541101	BANK OF NEW YORK MELLON, THE	NEW YORK	NY	FRS	\$ 365,102,000
35301	STATE STREET BANK AND TRUST COMPANY	BOSTON	MA	FRS	\$ 296,434,000
3303298	CITIZENS BANK, NATIONAL ASSOCIATION	PROVIDENCE	RI	OCC	\$ 226,531,535
802866	SILICON VALLEY BANK	SANTA CLARA	CA	FRS	\$ 211,824,000
723112	FIFTH THIRD BANK, NATIONAL ASSOCIATION	CINCINNATI	OH	OCC	\$ 205,546,136
501105	MANUFACTURERS AND TRADERS TRUST COMPANY	BUFFALO	NY	FRS	\$ 203,656,265
2489805	MORGAN STANLEY PRIVATE BANK, NATIONAL ASSOCIATION	PURCHASE	NY	OCC	\$ 199,887,000
4114567	FIRST REPUBLIC BANK	SAN FRANCISCO	CA	FDIC	\$ 197,908,327
1456501	MORGAN STANLEY BANK, N.A.	SALT LAKE CITY	UT	OCC	\$ 191,345,000
280110	KEYBANK NATIONAL ASSOCIATION	CLEVELAND	OH	OCC	\$ 184,673,175
12311	HUNTINGTON NATIONAL BANK, THE	COLUMBUS	OH	OCC	\$ 178,091,290
3284070	ALLY BANK	SANDY	UT	FRS	\$ 175,814,000
413208	HSBC BANK USA, NATIONAL ASSOCIATION	TYSONS	VA	OCC	\$ 168,924,907
75633	BMO HARRIS BANK NATIONAL ASSOCIATION	CHICAGO	IL	OCC	\$ 163,203,086
233031	REGIONS BANK	BIRMINGHAM	AL	FRS	\$ 159,787,000
617677	NAVY FEDERAL CREDIT UNION	VIENNA	VA	NCUA	\$ 159,682,336
210434	NORTHERN TRUST COMPANY, THE	CHICAGO	IL	FRS	\$ 157,289,965
1394676	AMERICAN EXPRESS NATIONAL BANK	SANDY	UT	OCC	\$ 137,922,091
2253891	CAPITAL ONE BANK (USA), NATIONAL ASSOCIATION	GLEN ALLEN	VA	OCC	\$ 126,717,894
212465	MUFG UNION BANK, NATIONAL ASSOCIATION	SAN FRANCISCO	CA	OCC	\$ 124,662,227
3212149	UBS BANK USA	SALT LAKE CITY	UT	FDIC	\$ 121,042,178
2942690	SIGNATURE BANK	NEW YORK	NY	FDIC	\$ 115,966,803
619877	USAA FEDERAL SAVINGS BANK	SAN ANTONIO	TX	OCC	\$ 114,528,000
30810	DISCOVER BANK	GREENWOOD	DE	FDIC	\$ 113,025,156
491224	FIRST-CITIZENS BANK & TRUST COMPANY	RALEIGH	NC	FDIC	\$ 107,542,088
804963	BANK OF THE WEST	SAN FRANCISCO	CA	FDIC	\$ 94,491,881
722777	SANTANDER BANK, NATIONAL ASSOCIATION	WILMINGTON	DE	OCC	\$ 93,871,794
63069	CITY NATIONAL BANK	LOS ANGELES	CA	OCC	\$ 91,119,374
276579	ZIONS BANCORPORATION, NATIONAL ASSOCIATION	SALT LAKE CITY	UT	OCC	\$ 87,783,903
60143	COMERICA BANK	DALLAS	TX	FRS	\$ 87,024,000
1216022	SYNCHRONY BANK	DRAPER	UT	OCC	\$ 87,015,000
485559	FIRST HORIZON BANK	MEMPHIS	TN	FRS	\$ 84,803,751
761806	WEBSTER BANK, NATIONAL ASSOCIATION	STAMFORD	CT	OCC	\$ 67,468,299
3138146	WESTERN ALLIANCE BANK	PHOENIX	AZ	FRS	\$ 65,993,486
694904	NEW YORK COMMUNITY BANK	HICKSVILLE	NY	FDIC	\$ 63,046,655
197478	EAST WEST BANK	PASADENA	CA	FRS	\$ 62,379,357
940311	BANCO POPULAR DE PUERTO RICO	SAN JUAN	PR	FRS	\$ 60,303,000
395238	SYNOVUS BANK	COLUMBUS	GA	FRS	\$ 57,282,102
229801	VALLEY NATIONAL BANK	PASSAIC	NJ	OCC	\$ 54,435,500
1189117	STATE EMPLOYEES CREDIT UNION	RALEIGH	NC	NCUA	\$ 53,132,250
682563	FROST BANK	SAN ANTONIO	TX	FRS	\$ 51,845,683
606046	CADENCE BANK	TUPELO	MS	FDIC	\$ 47,753,105
1842065	CIBC BANK USA	CHICAGO	IL	FDIC	\$ 47,735,863
1929247	SOUTHSTATE BANK, N.A.	WINTER HAVEN	FL	OCC	\$ 46,193,356
208244	OLD NATIONAL BANK	EVANSVILLE	IN	OCC	\$ 45,500,554
339858	BOKF, NATIONAL ASSOCIATION	TULSA	OK	OCC	\$ 45,202,565
908508	BANK OF CHINA - NEW YORK BRANCH AND OTHER BRANCHES	NEW YORK	NY	OCC	\$ 46,211,090
379920	FIRST NATIONAL BANK OF PENNSYLVANIA	GREENVILLE	PA	OCC	\$ 41,653,367
2193616	RAYMOND JAMES BANK	SAINT PETERSBURG	FL	FRS	\$ 41,210,153
214807	DEUTSCHE BANK TRUST COMPANY AMERICAS	NEW YORK	NY	FRS	\$ 40,976,000
494261	PACIFIC WESTERN BANK	BEVERLY HILLS	CA	FDIC	\$ 40,909,816
2925666	PINNACLE BANK	NASHVILLE	TN	FDIC	\$ 39,877,839
1893049	CHARLES SCHWAB PREMIER BANK, SSB	WESTLAKE	TX	FRS	\$ 39,630,000

ID	Institution	City	State	Prudential Regulator	06/30/2022 Total Assets (000s)
2735146	TIAA, FSB	JACKSONVILLE	FL	OCC	\$ 38,576,417
664756	PROSPERITY BANK	EL CAMPO	TX	FDIC	\$ 37,409,499
936855	UMB BANK, NATIONAL ASSOCIATION	KANSAS CITY	MO	OCC	\$ 37,246,891
917742	ASSOCIATED BANK, NATIONAL ASSOCIATION	GREEN BAY	WI	OCC	\$ 37,187,818
546571	PENTAGON FEDERAL CREDIT UNION	ALEXANDRIA	VA	NCUA	\$ 36,688,896
2121196	TD BANK USA, NATIONAL ASSOCIATION	WILMINGTON	DE	OCC	\$ 36,505,776
3938186	BANKUNITED, NATIONAL ASSOCIATION	MIAMI LAKES	FL	OCC	\$ 36,428,574
2980209	BARCLAYS BANK DELAWARE	WILMINGTON	DE	FDIC	\$ 34,947,000
463735	HANCOCK WHITNEY BANK	GULFPORT	MS	FDIC	\$ 34,617,125
601050	COMMERCE BANK	KANSAS CITY	MO	FRS	\$ 33,255,614
595270	MIDFIRST BANK	OKLAHOMA CITY	OK	OCC	\$ 33,075,693
2618780	TEXAS CAPITAL BANK	DALLAS	TX	FDIC	\$ 32,329,780
659855	FIRST INTERSTATE BANK	BILLINGS	MT	FRS	\$ 31,970,444
934329	BNY MELLON, NATIONAL ASSOCIATION	PITTSBURGH	PA	OCC	\$ 31,639,000
143662	UMPQUA BANK	ROSEBURG	OR	FDIC	\$ 30,131,538
972590	BOEING EMPLOYEES CREDIT UNION	TUKWILA	WA	NCUA	\$ 29,522,116
365325	UNITED BANK	FAIRFAX	VA	FRS	\$ 28,735,887
288853	FIRSTBANK	LAKEWOOD	CO	FRS	\$ 28,629,878
937898	SCHOOLSFIRST FEDERAL CREDIT UNION	SANTA ANA	CA	NCUA	\$ 28,067,397
3394278	SALLIE MAE BANK	SALT LAKE CITY	UT	FDIC	\$ 27,374,022
663245	SIMMONS BANK	PINE BLUFF	AR	FRS	\$ 27,171,310
2634191	GLACIER BANK	KALISPELL	MT	FDIC	\$ 26,666,056
311845	ARVEST BANK	FAYETTEVILLE	AR	FRS	\$ 26,592,983
1443266	BANK OF AMERICA CALIFORNIA, NATIONAL ASSOCIATION	SAN FRANCISCO	CA	OCC	\$ 26,568,000
107244	BANK OZK	LITTLE ROCK	AR	FDIC	\$ 25,919,965
527954	FIRST NATIONAL BANK OF OMAHA	OMAHA	NE	OCC	\$ 25,840,035
980661	FIRST HAWAIIAN BANK	HONOLULU	HI	FDIC	\$ 25,376,921
474919	FULTON BANK, NATIONAL ASSOCIATION	LANCASTER	PA	OCC	\$ 24,947,504
146672	FLAGSTAR BANK, FSB	TROY	MI	OCC	\$ 24,847,064
456045	CENTENNIAL BANK	CONWAY	AR	FRS	\$ 24,196,505
1017939	UNITED COMMUNITY BANK	GREENVILLE	SC	FDIC	\$ 24,154,420
764030	AMERIS BANK	ATLANTA	GA	FDIC	\$ 23,591,556
795968	BANK OF HAWAII	HONOLULU	HI	FRS	\$ 23,205,058
814430	CITY NATIONAL BANK OF FLORIDA	MIAMI	FL	OCC	\$ 23,177,678
128904	EASTERN BANK	BOSTON	MA	FDIC	\$ 22,329,556
431172	PACIFIC PREMIER BANK	IRVINE	CA	FRS	\$ 21,998,233
3076248	STIFEL BANK AND TRUST	SAINT LOUIS	MO	FRS	\$ 21,743,201
595869	CATHAY BANK	LOS ANGELES	CA	FDIC	\$ 21,219,917
2078290	COLUMBIA STATE BANK	TACOMA	WA	FDIC	\$ 20,555,814
437914	WILMINGTON SAVINGS FUND SOCIETY, FSB	WILMINGTON	DE	OCC	\$ 20,453,582
2354985	CUSTOMERS BANK	PHOENIXVILLE	PA	FRS	\$ 20,242,747
656377	WASHINGTON FEDERAL BANK	SEATTLE	WA	FDIC	\$ 20,164,584
613008	ROCKLAND TRUST COMPANY	ROCKLAND	MA	FDIC	\$ 19,981,733
853952	CENTRAL TRUST BANK, THE	JEFFERSON CITY	MO	FRS	\$ 19,606,477
693224	ATLANTIC UNION BANK	RICHMOND	VA	FRS	\$ 19,546,091
510871	FIRSTBANK PUERTO RICO	SAN JUAN	PR	FDIC	\$ 19,522,758
936462	MECHANICS BANK	WALNUT CREEK	CA	FDIC	\$ 18,616,778
1225761	WELLS FARGO NATIONAL BANK WEST	LAS VEGAS	NV	OCC	\$ 18,612,068
959395	GOLDEN 1 CREDIT UNION, THE	SACRAMENTO	CA	NCUA	\$ 18,483,937
122854	INDEPENDENT BANK DBA INDEPENDENT FINANCIAL	MCKINNEY	TX	FDIC	\$ 18,101,986
671464	BANK OF HOPE	LOS ANGELES	CA	FDIC	\$ 18,083,352
17147	FIRST MERCHANTS BANK	MUNCIE	IN	FDIC	\$ 17,762,137
277697	AMERICA FIRST FEDERAL CREDIT UNION	RIVERDALE	UT	NCUA	\$ 17,462,475
3470239	AMERIPRISE BANK, FSB	MINNEAPOLIS	MN	OCC	\$ 17,120,271
342634	TRUSTMARK NATIONAL BANK	JACKSON	MS	OCC	\$ 16,949,123
2797724	TOWNEBANK	PORTSMOUTH	VA	FDIC	\$ 16,864,040
933966	CITIZENS BUSINESS BANK	ONTARIO	CA	FDIC	\$ 16,758,546
645625	WESBANCO BANK, INC.	WHEELING	WV	FDIC	\$ 16,752,817
749242	RENASANT BANK	TUPELO	MS	FDIC	\$ 16,620,657
367392	ALLIANT CREDIT UNION	CHICAGO	IL	NCUA	\$ 16,437,637
249612	APPLE BANK FOR SAVINGS	NEW YORK	NY	FDIC	\$ 16,387,356
352772	BANNER BANK	WALLA WALLA	WA	FDIC	\$ 16,374,975
165628	FIRST FINANCIAL BANK	CINCINNATI	OH	FRS	\$ 16,155,541
2917317	AXOS BANK	SAN DIEGO	CA	OCC	\$ 16,002,714
709787	FIRST TECHNOLOGY FEDERAL CREDIT UNION	SAN JOSE	CA	NCUA	\$ 15,868,641
25085	SUNCOAST CREDIT UNION	TAMPA	FL	NCUA	\$ 15,771,295
800657	BREMER BANK, NATIONAL ASSOCIATION	SAINT PAUL	MN	OCC	\$ 15,718,051

ID	Institution	City	State	Prudential Regulator	06/30/2022 Total Assets (000s)
1216826	SILVERGATE BANK	LA JOLLA	CA	FRS	\$ 15,706,279
491381	RANDOLPH-BROOKS FEDERAL CREDIT UNION	LIVE OAK	TX	NCUA	\$ 15,533,265
5278251	CHARLES SCHWAB TRUST BANK	HENDERSON	NV	FDIC	\$ 15,465,000
915878	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION OF CLEVELAND	CLEVELAND	OH	OCC	\$ 15,390,543
202907	COMMUNITY BANK, NATIONAL ASSOCIATION	CANTON	NY	OCC	\$ 15,263,971
3202702	OPTUM BANK, INC.	DRAPER	UT	FDIC	\$ 15,069,762
611198	MOUNTAIN AMERICA FEDERAL CREDIT UNION	Sandy	UT	NCUA	\$ 14,721,826
3348888	SERVISFIRST BANK	HOMEWOOD	AL	FDIC	\$ 14,492,668
3475083	TRISTATE CAPITAL BANK	PITTSBURGH	PA	FDIC	\$ 14,473,401
1002878	NORTHWEST BANK	WARREN	PA	FDIC	\$ 14,248,676
95716	STATE BANK OF INDIA-NEW YORK BRANCH	NEW YORK	NY	FDIC	\$ 14,110,054
509950	FIRST UNITED BANK AND TRUST COMPANY	DURANT	OK	FDIC	\$ 13,946,900
637451	PLAINSCAPITAL BANK	UNIVERSITY PARK	TX	FRS	\$ 13,935,564
204004	PROVIDENT BANK	JERSEY CITY	NJ	FDIC	\$ 13,710,522
506922	SANDY SPRING BANK	OLNEY	MD	FRS	\$ 13,297,905
470050	FIRST FINANCIAL BANK, NATIONAL ASSOCIATION	ABILENE	TX	OCC	\$ 13,215,142
1190476	ENTERPRISE BANK & TRUST	CLAYTON	MO	FDIC	\$ 13,044,603
99189	VYSTAR CREDIT UNION	JACKSONVILLE	FL	NCUA	\$ 13,028,981
320119	ISRAEL DISCOUNT BANK OF NEW YORK	NEW YORK	NY	FDIC	\$ 12,604,295
666581	SECURITY SERVICE FEDERAL CREDIT UNION	SAN ANTONIO	TX	NCUA	\$ 12,483,909
85472	OCEANFIRST BANK, NATIONAL ASSOCIATION	TOMS RIVER	NJ	OCC	\$ 12,351,391
23504	DIME COMMUNITY BANK	BRIDGEHAMPTON	NY	FRS	\$ 12,333,501
416245	BUSEY BANK	CHAMPAIGN	IL	FDIC	\$ 12,318,107
436159	FIRSTBANK	NASHVILLE	TN	FDIC	\$ 12,179,222
651596	LAKE MICHIGAN CREDIT UNION	GRAND RAPIDS	MI	NCUA	\$ 12,090,830
136374	BETHPAGE FEDERAL CREDIT UNION	BETHPAGE	NY	NCUA	\$ 11,784,337
2850722	BMW BANK OF NORTH AMERICA	SALT LAKE CITY	UT	FDIC	\$ 11,763,730
871769	FARMERS AND MERCHANTS BANK OF LONG BEACH	LONG BEACH	CA	FRS	\$ 11,731,961
301190	SAN DIEGO COUNTY CREDIT UNION	SAN DIEGO	CA	NCUA	\$ 11,630,725
702117	NBT BANK, NATIONAL ASSOCIATION	NORWICH	NY	OCC	\$ 11,628,778
473501	BERKSHIRE BANK	PITTSFIELD	MA	FDIC	\$ 11,576,551
366573	ALASKA USA FEDERAL CREDIT UNION	ANCHORAGE	AK	NCUA	\$ 11,392,455
2652092	EAGLEBANK	BETHESDA	MD	FRS	\$ 10,884,259
472988	STAR ONE CREDIT UNION	SUNNYVALE	CA	NCUA	\$ 10,828,014
2736291	POPULAR BANK	NEW YORK	NY	FRS	\$ 10,820,085
58971	WASHINGTON TRUST BANK	SPOKANE	WA	FDIC	\$ 10,614,139
961624	DOLLAR BANK, FEDERAL SAVINGS BANK	PITTSBURGH	PA	OCC	\$ 9,942,030
1001152	INTERNATIONAL BANK OF COMMERCE	LAREDO	TX	FDIC	\$ 9,248,674
909000	BANK OF BARODA - NEW YORK BRANCH	NEW YORK	NY	FDIC	\$ 7,694,675
2265456	WILMINGTON TRUST, NATIONAL ASSOCIATION	WILMINGTON	DE	OCC	\$ 839,461

**Affiliates of Depository Institutions Over \$10 Billion
(Based on 06/30/2022 Total Assets)**

ID	Institution	City	State	Prudential Regulator	06/30/2022 Total Assets (000s)
2362458	WELLS FARGO BANK SOUTH CENTRAL, NATIONAL ASSOCIATION	HOUSTON	TX	OCC	\$ 7,900,890
3783948	RBC BANK (GEORGIA), NATIONAL ASSOCIATION	ATLANTA	GA	OCC	\$ 6,175,672
3076220	STIFEL BANK	CLAYTON	MO	FRS	\$ 4,955,507
230759	INTERNATIONAL BANK OF COMMERCE	BROWNSVILLE	TX	FDIC	\$ 3,983,348
1015560	INDUSTRIAL AND COMMERCIAL BANK OF CHINA (USA), NATIONAL	NEW YORK	NY	OCC	\$ 2,781,046
217237	STATE BANK OF INDIA-CHICAGO BRANCH	CHICAGO	IL	FDIC	\$ 2,434,727
2502656	USAA SAVINGS BANK	LAS VEGAS	NV	FDIC	\$ 2,292,037
5050028	INTERNATIONAL BANK OF COMMERCE	OKLAHOMA CITY	OK	FDIC	\$ 1,816,211
398668	BANK OF NEW YORK MELLON TRUST COMPANY, NATIONAL ASSOCIATION, THE	LOS ANGELES	CA	OCC	\$ 1,497,712
779968	STATE BANK OF INDIA (CALIFORNIA)	LOS ANGELES	CA	FDIC	\$ 1,038,834
811279	STANDARD BANK	MURRYSVILLE	PA	OCC	\$ 996,262
2713920	STIFEL TRUST COMPANY NATIONAL ASSOCIATION	SAINT LOUIS	MO	OCC	\$ 871,908
3382547	DEPARTMENT STORES NATIONAL BANK	SIOUX FALLS	SD	OCC	\$ 717,168
625159	COMMERCE BANK	LAREDO	TX	FDIC	\$ 661,842
382069	INTERNATIONAL BANK OF COMMERCE	ZAPATA	TX	FDIC	\$ 473,977
4125778	STIFEL TRUST COMPANY DELAWARE, NATIONAL ASSOCIATION	WILMINGTON	DE	OCC	\$ 424,326
975751	CIBC NATIONAL TRUST COMPANY	ATLANTA	GA	OCC	\$ 324,283
488318	BNY MELLON TRUST OF DELAWARE	WILMINGTON	DE	FDIC	\$ 187,275
304913	DEUTSCHE BANK TRUST COMPANY DELAWARE	WILMINGTON	DE	FDIC	\$ 119,783
772446	COMERICA BANK & TRUST, NATIONAL ASSOCIATION	ANN ARBOR	MI	OCC	\$ 90,574
651448	JPMORGAN CHASE BANK, DEARBORN	DEARBORN	MI	FRS	\$ 62,101
3357620	HSBC TRUST COMPANY (DELAWARE), NATIONAL ASSOCIATION	WILMINGTON	DE	OCC	\$ 55,574
3353154	BMO HARRIS CENTRAL NATIONAL ASSOCIATION	ROSELLE	IL	OCC	\$ 8,039

Exhibit C-3

List of CBA Corporate Members that are CFPB Depository Institutions

1st Financial Bank	Eastern Bank	Northwest Bank
Ally Bank	Fifth Third Bancorp	Old National Bancorp
American Express	First Financial Bank	PNC Financial Services Group, Inc.
Ameriprise FSB	First Horizon Bank	Regions Financial Corp.
Associated Bank	First Interstate Bank	Rockland Trust Company
Atlantic Union Bank	First National Bank Texas	Sallie Mae Bank
Bank of America	First United Bank & Trust	Santander Bank, N.A.
Bank of Hawaii	Flagstar Bank	Synchrony Financial
Bank of the West	Frost Bank	Synovus Bank
Bank OZK	Goldman Sachs	TD Bank
Banner Bank	Hancock Whitney Bank	TIAA Bank
Berkshire Hills Bancorp	Huntington Bancshares, Inc.	Truist Financial
BMO Harris Bank	Independent Bank	U.S. Bancorp
Capital One Financial Corp.	International Bank of Commerce	United Bank
Citigroup Inc.	JPMorgan Chase	USAA Federal Savings Bank
Citizens Financial Group	KeyCorp	Valley National Bank
Columbia Bank	M&T Bank	Webster Bank
Comerica Incorporated	Mechanics Bank	Wells Fargo and Company, Inc.
Commerce Bancshares	MidFirst Bank	WesBanco
Discover Financial Services, Inc.	MUFG Union Bank	